

Attorney Docket-No. 035070-7
Patent and Trademark Office

02-22-1999



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
CoreComm Incorporated

2. Name and Address of receiving party(ies)

Name: Cellular Communications of Puerto Rico, Inc.

Address: 110 East 59th Street - 26th Floor
New York, New York 10022

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 1, 1998
Effective Date: September 1, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No. 75/229306
75/229307

B. Trademark Registration Nos. N/A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Bruce J. Goldner, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
919 Third Avenue
New York, New York 10022-3897

6. Total number of applications involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

Enclosed
 All or any deficiency is authorized to be charged to Deposit Account No. 19-2385.

8. Deposit Account No. 19-2385

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elaine D. Ziff
Name

Elaine D. Ziff
Signature

February 16, 1999
Date

Total number of pages including cover sheet, attachments, and document: 8

02/18/1999 DCDATES 00000059 75229306

01 FC:481
02 FC:482

40.00 OP
25.00 OP

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CELLULAR COMMUNICATIONS OF PUERTO RICO, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CORECOMM INCORPORATED" UNDER THE NAME OF "CELLULAR COMMUNICATIONS OF PUERTO RICO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A.D. 1998, AT 4:01 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9569185

DATE: 02-10-99

TRADEMARK
REEL: 1857 FRAME: 0066

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CELLULAR COMMUNICATIONS OF
PUERTO RICO, INC.
INTO
CORECOMM INCORPORATED

**Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware**

**CoreComm Incorporated, a Delaware corporation (the "Corporation"),
does hereby certify:**

FIRST: The Corporation is incorporated pursuant to the General
Corporation Law of the State of Delaware.

SECOND: The Corporation owns 100% of the outstanding shares of
each class of the capital stock of Cellular Communications of Puerto Rico, Inc., a
Delaware corporation (the "Subsidiary").

THIRD: The Board of Directors of the Corporation, by resolutions duly
adopted at a meeting held on July 21, 1998 (true and correct copies of which are
attached hereto as Exhibit A), has authorized the merger of the Subsidiary with and into
the Corporation (the "Merger"). Such resolutions have not been modified or rescinded
and are in full force and effect on the date hereof.

FOURTH: The Corporation shall be the surviving corporation of the
Merger (the "Surviving Corporation").

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:01 PM 09/01/1998
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FIFTH: At the effective time of the Merger the name of the Surviving Corporation shall be changed to Cellular Communications of Puerto Rico, Inc.

IN WITNESS WHEREOF, CoreComm Incorporated caused this Certificate of Ownership and Merger to be executed in its corporate name this 1st day of September, 1998.

CORECOMM INCORPORATED

By: /s/ Richard J. Lubasch
Name: Richard J. Lubasch
Title: Secretary

**EXTRACT FROM
RESOLUTIONS ADOPTED ON
JULY 21, 1998
BY THE BOARD OF DIRECTORS OF
CORECOMM INCORPORATED
(THE "CORPORATION")**

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to cause the formation of Cellular Communications of Puerto Rico, Inc. (the "Subsidiary"), as a wholly owned subsidiary of the Corporation under and pursuant to the laws of the State of Delaware; that the Subsidiary shall be merged with and into the Corporation (the "Merger") and the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger; that in connection with the Merger the Surviving Corporation shall change its name to Cellular Communications of Puerto Rico, Inc.; that, from and after the effective time of the Merger, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of the Subsidiary shall be cancelled; that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause such Certificate of Ownership and Merger to be filed with the Secretary of state of the State of Delaware pursuant to Sections 103 and 253 of the General Corporation Law of the State of Delaware; and that the Merger shall be effective at the time stated in such Certificate of Ownership and Merger; and further

RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared forms of (i) a certificate to evidence shares of common stock of the Corporation, par value \$0.01 per share ("Common Stock"), and (ii) a certificate to evidence the Series A Junior participating Preferred Stock stated value \$1.00 per share ("Junior Preferred Stock") in each case reflecting the changes in corporate name resulting from the Merger that such forms of Common Stock certificate and Series A Preferred Stock certificate (together, the "Certificates") shall be adopted, to the same extent as if presented to and adopted by the Board of Directors at this meeting, provided that a copy thereof be affixed to these minutes by the Secretary or Assistant Secretary; that the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to execute the Certificates; that any or all of such signatures on the Certificates may be facsimile signatures; and that in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon the Certificates shall have ceased to be such officer, transfer agent or registrar before the issuance thereof, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue; and further

RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared a corporate seal, reflecting the change in corporate name resulting from the Merger, that such corporate seal shall be adopted, to the same extent as if presented to and adopted by the Board of Directors at minutes by the Secretary or Assistant Secretary; and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed any and all documents and to take any and all actions with federal, state, local and foreign authorities and with Nasdaq, as they or any of them may deem necessary or appropriate to effect the corporate name change and Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions; and further

RESOLVED, that all actions heretofore taken by any officer or director of the Corporation and Cellular Communications of Puerto Rico, Inc. in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.

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FAX NO. 212 808 8497

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